

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re: ) Chapter 11  
)  
W.R. GRACE & CO., *et al.*,<sup>1</sup> ) Case No. 01-01139 (JKF)  
) (Jointly Administered)  
)  
Debtors ) Objection Deadline: 2/27/13

**SUMMARY APPLICATION OF WOODCOCK WASHBURN FOR  
COMPENSATION FOR SERVICES AND REIMBURSEMENT OF EXPENSES  
AS ORDINARY COURSE PROFESSIONALS FOR W.R. GRACE & CO., ET AL.  
FOR THE MONTHLY PERIOD OF DECEMBER 2012 FOR THE QUARTERLY FEE  
PERIOD OF OCTOBER THROUGH DECEMBER 2012**

Name of Applicant: Woodcock Washburn LLP

Authorized to Provide Professional Services to: W. R. Grace & Co., et al., Debtors and Debtors-in-Possession

Date of Retention as Special Litigation Counsel: Retention Order entered January 22, 2003

Date of Retention as Ordinary Course Professional: Order Permitting Expansion of Services entered April 15, 2005, on application made February 11, 2005.

Period for which compensation and reimbursement is sought December 2012

Amount of Compensation sought as actual, reasonable and necessary: \$ 2,711.00

Amount of Expense Reimbursement sought \$ 1,886.00

<sup>1</sup> The Debtors consist of the following 62 entities: W.R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W.R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-g II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W.R. Grace Capital Corporation, W.R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc.), Grace JVH, Inc., Asbestos Management, Inc., Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing System, Inc. (f/k/a Environmental Liability Management, Inc.), E&C Liquidating Corp., Emerson & Cuming, Inc., Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

Applicant Woodcock Washburn LLP submits this application for fees and expenses for the month of December, 2012. This is the 109<sup>th</sup> application for interim compensation for services that has been filed with the Bankruptcy Court by Woodcock. The first 26 applications (covering the monthly periods January 2003 through February 2005) were limited to fees and expenses in connection with a specific matter, now settled, for which Applicant had been retained as special litigation counsel. On April 15, 2005, based on a motion made by Debtor on February 11, 2005, the Bankruptcy Court entered an order authorizing Woodcock to provide further services to Debtor in ordinary course in the field of intellectual property. This is the 82<sup>nd</sup> monthly application that includes such ordinary course fees and expenses.

The monthly applications previously filed by Woodcock are shown in the following table:

| Period Covered  | Date Filed         | Requested Fees | Requested Disbursements |
|-----------------|--------------------|----------------|-------------------------|
| 1/1 – 1/31/03   | June 9, 2003       | \$11,423.35    | \$184.10                |
| 2/1 – 2/28/03   | June 9, 2003       | 29,216.00      | 684.22                  |
| 3/1 – 3/31/03   | June 9, 2003       | 14,351.00      | 647.43                  |
| 4/1 – 4/30/03   | June 3, 2003       | 14,268.50      | 244.41                  |
| 5/1 – 5/31/03   | July 11, 2003      | 20,293.50      | 703.19                  |
| 6/1 – 6/30/03   | August 1, 2003     | 24,087.00      | 2,822.23                |
| 7/1 – 7/31/03   | September 18, 2003 | 14,157.50      | 1,834.84                |
| 8/1/ - 8/31/03  | October 17, 2003   | 5,120.00       | 2,346.40                |
| 9/1 – 9/30/03   | November 6, 2003   | 18,536.00      | 2,143.81                |
| 10/1 – 10/31/03 | December 16, 2003  | 26,622.50      | 7,747.17                |
| 11/1 – 11/30/03 | January 23, 2004   | 46,329.50      | 22.29                   |
| 12/1 – 12/31/03 | February 11, 2004  | 60,218.00      | 13,537.76               |
| 1/1 – 1/31/04   | March 29, 2004     | 117,384.00     | 34,007.41               |
| 2/1 - 2/29/04   | April 13, 2004     | 66,216.00      | 16,476.09               |
| 3/1 - 3/31/04   | April 27, 2004     | 96,991.00      | 8,235.63                |
| 4/1 - 4/30/04   | June 16, 2004      | 111,132.00     | 14,316.26               |
| 5/1 - 5/31/04   | July 19, 2004      | 104,787.00     | 14,642.22               |
| 6/1 - 6/30/04   | July 29, 2004      | 117,125.00     | 8,779.51                |
| 7/1 - 7/31/04   | September 17, 2004 | 85,802.00      | 10,905.33               |
| 8/1 – 8/31/04   | October 22, 2004   | 102,078.00     | 9,582.05                |
| 9/1 – 9/30/04   | November 9, 2004   | 156,479.00     | 32,088.05               |
| 10/1 - 10/31/04 | December 17, 2004  | 169,846.00     | 69,597.98               |

|                 |                    |            |            |
|-----------------|--------------------|------------|------------|
| 11/1 – 11/30/04 | January 14, 2005   | 203,792.00 | 29,179.11  |
| 12/1 – 12/31/04 | February 11, 2005  | 164,958.00 | 92,377.99  |
| 1/1 – 1/31/05   | March 18, 2005     | 176,884.00 | 28,342.86  |
| 2/1 – 2/28/05   | April 15, 2005     | 157,122.50 | 125,892.70 |
| 3/1 – 3/31/05   | May 10, 2005       | 196,913.00 | 143,160.77 |
| 4/1 – 4/30/05   | June 21, 2005      | 124,598.70 | 6,544.89   |
| 5/1 – 5/31/05   | July 20, 2005      | 198,043.00 | 45,257.99  |
| 6/1 – 6/30/05   | August 11, 2005    | 82,795.50  | 28,829.43  |
| 7/1 – 7/31/05   | September 15, 2005 | 53,078.50  | 578.90     |
| 8/1 – 8/31/05   | October 12, 2005   | 44,755.00  | 4,009.23   |
| 9/1 – 9/30/05   | November 22, 2005  | 47,211.00  | 146.73     |
| 10/1 – 10/31/05 | December 16, 2005  | 18,168.50  | 665.33     |
| 11/1 – 11/30/05 | January 31, 2006   | 11,158.00  | 17.20      |
| 12/1 – 12/31/05 | March 10, 2006     | 4,340.00   | 12.38      |
| 1/1 – 1/31/06   | March 29, 2006     | 3,470.00   | 80.82      |
| 2/1 – 2/28/06   | April 19, 2006     | 4,121.50   | 300.25     |
| 3/1 – 3/31/06   | May 4, 2006        | 8,338.50   | 2,055.56   |
| 4/1 – 4/30/06   | July 7, 2006       | 10,612.50  | 4,762.62   |
| 5/1 – 5/31/06   | July 13, 2006      | 54,925.00  | 2,871.85   |
| 6/1 – 6/30/06   | August 4, 2006     | 108,519.50 | 669.50     |
| 7/1 – 7/31/06   | October 3, 2006    | 44,957.50  | 425.85     |
| 8/1 – 8/31/06   | October 31, 2006   | 4,800.50   | 87.00      |
| 9/1 – 9/30/06   | None Submitted     | –          | –          |
| 10/1 – 10/31/06 | December 21, 2006  | 6,974.00   | 225.13     |
| 11/1 – 11/30/06 | None Submitted     | –          | –          |
| 12/1 – 12/31/06 | February 12, 2007  | 13,156.00  | 496.85     |
| 1/1 – 1/31/07   | March 13, 2007     | 7,700.50   | 124.85     |
| 2/1 – 2/28/07   | April 4, 2007      | 17,119.50  | –          |
| 3/1 – 3/31/07   | May 10, 2007       | 17,649.00  | 271.07     |
| 4/1 – 4/30/07   | June 19, 2007      | 4,328.50   | –          |
| 5/1 – 5/31/07   | July 13, 2007      | 25,241.50  | –          |
| 6/1 – 6/30/07   | August 23, 2007    | 4,814.00   | 2,326.25   |
| 7/1 – 7/31/07   | September 28, 2007 | 2,510.00   | 178.50     |
| 8/1 – 8/31/07   | October 12, 2007   | 14,305.00  | 234.00     |
| 9/1 – 9/30/07   | December 10, 2007  | 5,959.00   | 194.00     |
| 10/1 – 10/31/07 | December 14, 2007  | 7,213.00   | –          |
| 11/1 – 11/30/07 | January 22, 2008   | 2,911      | –          |
| 12/1 – 12/31/07 | February 6, 2008   | 25,057.00  | 2,661.75   |
| 1/1 – 1/31/08   | March 13, 2008     | 32,984.00  | –          |
| 2/1 – 2/29/08   | April 28, 2008     | 21,984.00  | –          |
| 3/1 – 3/31/08   | May 7, 2008        | 4,302.00   | 560.00     |
| 4/1 – 4/30/08   | June 12, 2008      | 4,332.00   | –          |
| 5/1 – 5/31/08   | July 7, 2008       | 445.00     | 10.79      |
| 6/1 – 6/30/08   | None Submitted     | –          | –          |
| 7/1 – 7/31/08   | September 19, 2008 | 19,266.00  | –          |

|                   |                    |           |          |
|-------------------|--------------------|-----------|----------|
| 8/1 – 8/31/08     | October 14, 2008   | 11,601.50 | –        |
| 9/1 – 9/30/08     | November 11, 2008  | 8,074.00  | 762.00   |
| 10/1 – 10/31/08   | December 11, 2008  | 11,056.50 | –        |
| 11/1 – 11/30/08   | January 22, 2009   | 14,683.50 | 14.12    |
| 12/1 – 12/31/08   | October 19, 2010   | 30,541.00 | 9.00     |
| 1/1 – 1/31/09     | March 17, 2009     | 32,103.50 | –        |
| 2/1 – 2/28/09     | April 15, 2009     | 9,576.00  | 409.50   |
| 3/1 – 3/31/09     | May 27, 2009       | 11,226.50 | –        |
| 4/1 – 4/30/09     | July 7, 2009       | 2,139.00  | 140.00   |
| 5/1 – 5/30/09     | July 17, 2009      | 5,472.00  | 810.00   |
| 6/1 – 6/30/09     | None submitted     | -         | -        |
| 7/1 – 7/31/09     | September 22, 2009 | 195.00    | -        |
| 8/1 – 8/31/09     | October 12, 2009   | 228.00    | -        |
| 9/1 – 9/30/09     | November 11, 2009  | 21,153.00 | 180.00   |
| 10/1 – 10/31/09   | December 3, 2009   | 11,029.50 | -        |
| 11/1 – 11/30/09   | January 13, 2010   | 7,866.50  | -        |
| 12/1 – 12/31/09   | February 2, 2010   | 7,923.00  | 1388.00  |
| 1/1 – 1/31/10     | None submitted     | -         | -        |
| 2/1 – 2/28/10     | None submitted     | -         | -        |
| 3/1 – 3/31/10     | May 25, 2010       | 1,904.00  | 1100.00  |
| 4/1 – 4/30/10     | June 16, 2010      | 1,392.00  | 4.72     |
| 5/1 – 5/31/2010   | July 13, 2010      | 9,003.50  | -        |
| 6/1 – 6/30/2010   | August 9, 2010     | 4,627.00  | -        |
| 7/1 – 7/31/2010   | September 14, 2010 | 11,372.50 | 93.45    |
| 8/1 – 8/31/2010   | October 19, 2010   | 2,645.00  | 498.39   |
| 9/1 – 9/30/2010   | November 8, 2010   | 714.00    | -        |
| 10/1 – 10/31/2010 | December 17, 2010  | 6,381.00  | 970.14   |
| 11/1 – 11/30/2010 | January 10, 2011   | 16,883.50 | 3,390.00 |
| 12/1 – 12/31/2010 | February 14, 2011  | 2,054.00  | -        |
| 1/1 – 1/31/2011   | March 14, 2011     | 7,318.50  | -        |
| 2/1 – 2/28/2011   | April 15, 2011     | 14,948.50 | 130.00   |
| 3/1 – 3/31/2011   | May 6, 2011        | 1,502.00  | 130.00   |
| 4/1 – 4/30/2011   | None submitted     | -         | -        |
| 5/1 – 5/31/2011   | None submitted     | -         | -        |
| 6/1 – 6/30/2011   | August 12, 2011    | 4,570.50  | -        |
| 7/1 – 7/31/2011   | September 12, 2011 | 2,607.50  | 40.00    |
| 8/1 – 8/31/2011   | October 11, 2011   | 720.00    | 1,990.00 |
| 9/1 – 9/30/2011   | November 16, 2011  | 200.00    | -        |
| 10/1 – 10/31/2011 | None submitted     | -         | -        |
| 11/1 – 11/30/2011 | January 25, 2012   | 2,325.00  | -        |
| 12/1 – 12/31/2011 | None submitted     | -         | -        |
| 1/1 – 1/31/2012   | March 13, 2012     | 3,384.00  | -        |
| 2/1 – 2/29/2012   | April 9, 2012      | 738.50    | 1,270.00 |
| 3/1 – 3/31/2012   | June 5, 2012       | 2,239.00  | 2,200.00 |
| 4/1 – 4/30/2012   | June 18, 2012      | 7,932.00  | 3,100.00 |

|                   |                    |                |              |
|-------------------|--------------------|----------------|--------------|
| 5/1 – 5/31/2012   | July 6, 2012       | 3,111.00       | -            |
| 6/1 – 6/30/2012   | August 13, 2012    | 1,560.00       | -            |
| 7/1 – 7/31/2012   | September 19, 2012 | 2,049.00       | -            |
| 8/1 – 8/31/2012   | None submitted     |                |              |
| 9/1 – 9/30/2012   | October 30, 2012   | 22,846.50      | 320.00       |
| 10/1 – 10/31/2012 | November 26, 2012  | 6,954.00       | -            |
| 11/1 – 11/30/2012 | January 11, 2013   | 2,440.00       | -            |
| TOTAL             |                    | \$3,658,412.00 | \$801,511.61 |

During this fee period, Woodcock provided ordinary-course, intellectual property services in connection with two substantive matters, which is detailed in the attached fee schedule for the matter.

The Woodcock professionals who rendered ordinary course services during the fee period are:

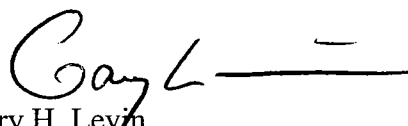
| Name of Professional | Position with the Applicant | Year Admitted to Bar | Department    | Hourly Billing Rate | Total Billed Hours | Total Fees Generated |
|----------------------|-----------------------------|----------------------|---------------|---------------------|--------------------|----------------------|
| Gary H. Levin        | Partner                     | 1976                 | IP Litigation | \$625.00            | 3.10               | \$ 1,937.50          |
| William F. Smith     | Counsel                     |                      | IP Counseling | \$595.00            | 1.30               | \$ 773.50            |

Total Fees: \$2,711.00

Blended Rate: \$616.14

**WHEREFORE**, Applicant respectfully requests (a) that an allowance be made to it, as fully described above, for 80% of the amount of \$2,711.00 for reasonable and necessary professional services Applicant has rendered to the Debtors during the Fee Period (\$2,168.80); and (b) that the fees are payable as administrative expenses of the Debtors' estate.

Respectfully submitted



Dated: February 5, 2013

Gary H. Levin  
Woodcock Washburn LLP  
2929 Arch Street  
Cira Centre – 12<sup>th</sup> Floor  
Philadelphia, PA 19104  
(215) 568-3100  
levin@woodcock.com

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

|                                   |   |                             |
|-----------------------------------|---|-----------------------------|
| In re:                            | ) | Chapter 11                  |
|                                   | ) |                             |
| W.R. GRACE & CO., <i>et al.</i> , | ) | Case No. 01-01139 (JKF)     |
|                                   | ) | (Jointly Administered)      |
|                                   | ) |                             |
| Debtors                           | ) | Objection Deadline: 2/27/13 |

**AMENDED FEE DETAIL FOR WOODCOCK WASHBURN'S MONTHLY FEE APPLICATION**  
**FOR THE PERIOD DECEMBER 1, 2012 THROUGH DECEMBER 31, 2012**

**WRG-0085**  
**EVALUATION OF THIRD-PARTY PATENTS**  
**RELATING TO CONSTRUCTION MEMBRANE PRODUCTS**

|            |     |  |      |
|------------|-----|--|------|
| 12/12/2012 | WFS | Discuss with Steve Williams the status of claims following PTAB decision and formulate strategy for a response thereto in Reexamination of third-party patent concerning building material.  | 0.70 |
| 12/14/2012 | WFS | Review and revise draft letter to third party counsel regarding patent reexamination outcome.  | 0.60 |
| 12/14/2012 | GHL | Review of Mr. Williams's email communication regarding impending issuance of reexamination certificate of third-party patent relating barrier sheets and review of background materials relating to prosecution of the reexamination; review of Mr. Williams's proposed correspondence to third-party counsel regarding problems with the prosecution and continued invalidity of the patent, confer with Mr. Smith regarding same, and provide suggested changes to the proposed correspondence to third-party counsel. | 1.60 |
| 12/21/2012 | GHL | Review and revisions to Mr. Williams's draft agreement to cover settlement discussions with third party regarding patent on barrier sheets.  | 0.40 |

SERVICES \$ 2,023.50

|     |                  |      |         |          |
|-----|------------------|------|---------|----------|
| GHL | GARY H. LEVIN    | 2.00 | hours @ | \$625.00 |
| WFS | WILLIAM G. SMITH | 1.30 | hours @ | \$595.00 |

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**INVOICE TOTAL \$ 2,023.50**

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**WRG-L26**  
**W.R. GRACE & CO.-CONN. V. PROPEX OPERATING CO.**

|            |     |  |      |
|------------|-----|--|------|
| 12/01/2012 | GHL | Services in connection with prosecution of lawsuit and | 1.10 |
| thru       |     | possible settlement of suit relating to Grace patents  |      |
| 12/31/2012 |     | directed to concrete systems.                          |      |

|          |    |        |
|----------|----|--------|
| SERVICES | \$ | 625.00 |
|----------|----|--------|

|     |               |      |         |          |
|-----|---------------|------|---------|----------|
| GHL | GARY H. LEVIN | 1.10 | hours @ | \$625.00 |
|-----|---------------|------|---------|----------|

|               |    |        |
|---------------|----|--------|
| INVOICE TOTAL | \$ | 625.00 |
|---------------|----|--------|